EXHIBIT 1

Articles of Incorporation

and

Foreign Corporation Authority to Conduct Business in Illinois



DOCUMENT ID 200105402076

DESCRIPTION
DOMESTIC ARTICLES/FOR PROFIT

FILING 85.00 EXPED 10.00 PENALTY

CERT

COPY

Receipt

This is not a bill. Please do not remit payment.

LEGRAND & ASSOCIATES 341 SOUTH THIRD STREET STE 10 COLUMBUS, OH 43215

STATE OF OHIO

Ohio Secretary of State, J. Kenneth Blackwell

1210511

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

UNITED TELEMANAGEMENT SYSTEMS, INC.

and, that said business records show the filing and recording of:

Document(s)

DOMESTIC ARTICLES/FOR PROFIT

Document No(s):

200105402076

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 20th day of February, A.D. 2001.

Queth Bachmere

Ohio Secretary of State

PAGE



Prescribed by J. Kenneth Blackwell

Please obtain fee amount and mailing instructions from the Fornet L.

Inventory List (using the 3 digit form # located at the bottom of the form). To obtain the Forms Inventory List or for assistance, please

☑ Yes

call Customer Service:

Central Ohio: (614)-466-3910 Toll Free: 1-877-SOS-FHE (F. 207-345)2: []

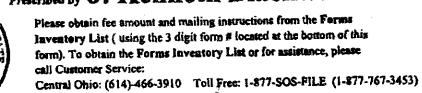
ARTICLES OF INCORPORATIONICE CENTER



(Under Chapter 1701 of the Ohio Revised Code) Profit Corporation

The undersig	ned, desiring to form a corporation, for profit, under Sections 1701.0 owing:	tet seq. of the Ohio Revised Code, do hereby			
FIRST.	RST. The name of said corporation shall be: United Telemanagement Systems, Inc.				
SECOND.	The place in Ohio where its principal office is to be located is				
	Dayton (city, village or township)	MONTGOMERY County, Ohio			
THIRD.	The purpose(s) for which this corporation is formed is:				
	To engage in any lawful business activity.				
FOURTH.	The number of shares which the corporation is authorized to have a (Please state whether shares are common or preferred, and their paras common with no par value unless otherwise indicated.)				
IN WITNES	By: David G. LeGrand	(des), Jincorporator			
	By: Name:	, Incorporator			
	By: Name:	, Incorporator			

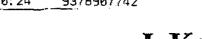
Prescribed by J. Kenneth Blackwell



ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being at least a majority of the incorporators of		United Telemanagement Systems, Inc.		
hereby appoint	David G. LeGrand	, to be statutory agent upon whom any process, notice or		
demand required or pennit	ted by statute to be served upon the corpo 37 W. Broad St., Suit	ration may be served. The complete address of the agent is:		
	(street same and number			
<u> </u>	Columbus	, Chio		
	(city, village or township)	Remarks (zip code)		
	Name: D	avid G. LeGrand		
	By:			
	Name:			
	-			
	To.			
	By:			
	1481)¢			
	•			
	ACCEPTANCE O	F APPOINTMENT		
The undersigned,	David G. LeGrand	, named herein as the statutory agent for ,		
	ed Telemanagement Systems, Inc.	, hereby acknowledges and accepts the		
appointment of statutory a	gent for said corporation.	Jan Shall		
	25,	Statutory Appol		

Version: May 1, 1999





Prescribed by J. Kenneth Blackwell

Inventory List (using the 3 digit form # located at the bottom of this SECRETARY OF STATE form). To obtain the Forms Inventory List (using the 3 digit form # located at the bottom of this SECRETARY OF STATE form). To obtain the Forms Inventory List or for assistance, please

Call Customer Service: 2001 FEB 20 AM 11: 58 Central Ohio: (614)-466-3910 Toll Free: 1-877-SOS-FILE (1-877-767-3453)

CONSENT FOR USE OF SIMILAR NAME

(Where consenting entity is a corporation)

•	United Telemanagement Corporation
	(Name of Corporation giving consent)
(Charter/License Number)	786764
gives its consent to	United Telemanagment Systems, Inc.
•	(Name of individual or proposed corporation receiving consent)
to use the name	United Telemanagement
ı	
	This document is signed by any authorized corporate officer.
Date February 20, 2001	Signed Ten Marke
	Name: Terry Henley
	Title: Vice President

1210511

UNITED STATES OF AMERICA, STATE OF OHIO, OFFICE OF THE SECRETARY OF STATE

I. J. Kenneth Blackwell. Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of ______pages, as taken from the original record now in my official custody as Secretary of State.

Colombia Ohio, this day

J. KENNETH BLACKWELL Secretary of State

. (M

NOTICE: This is an official certification only when reproduced in red inte



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

MARCH 13, 2001

6153-663-9

C T CORPORATION SYSTEM 600 S 2ND ST SPRINGFIELD, IL 62704

RE UNITED TELEMANAGEMENT SYSTEMS, INC.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND A CERTIFICATE OF AUTHORITY, ACKNOWLEDGING YOUR REGISTRATION.

THESE DOCUMENTS MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN ILLINOIS IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED, AS PROVIDED BY SECTION 1.10 OF THE BUSINESS CORPORATION ACT OF THIS STATE. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY YOURS.

JESSE WHITE

SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES CORPORATION DIVISION TELEPHONE (217) 782-6961

case White

JW:CD

Number 6153-663-9

C.212.3

State of Illinois Office of The Secretary of State

APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THIS STATE OF UNITED TELEMANAGEMENT SYSTEMS, INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF OHIO HAS BEEN FILED IN
THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this day of

MARCH the Independence of the United States the two

hundred and

25TH

Desse White

Secretary of State

BCA-13.15 lev. Jan. 1999)

Jesse White, Secretary of State Department of Business Services Springfield, IL 62756 Telephone (217) 782-1834 http://www.sos.state.il.us



APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN ILLINOIS

This space for use by Secretary of State

MAR 13 2001

JESSE WHITE SECRETARY OF STATE

SUBMIT IN DUPLICATE!

This space for use by Secretary of State

Date 3-13-01

License Fee

Franchise Tax \$

Filing Fee

Penaities

Approved

	(a)	(a) CORPORATE NAME: United Telemanagement Systems, Inc.						
	(Cor	mplete item 1 (b) only if th	he corporate name is not av	eilable in this state.)				
	(b)	(By electing this assum	TE NAME: ed name, the corporation he in Illinois, Form BCA 4,15 is	ereby agrees NOT to us attached.)	e its corporate nar	me in the		
	(a)	State or Country of Inco	orporation: Ohio					
	(b)	Date of Incorporation:_	₩ • * *	20, 2001				
	(c)	Period of Duration:	Perpetuit	у				
	(a)	Address of the principa	il office, wherever located:		incipal office in Illir a, so state)	:Bior		
	·							
•	Nar	me and address of the re Registered Agent	gistered agent and register tCT Corporation First Name		0	Last N	ame	
	Nar	Registered Agent	CT Corporation First Name	System Middle Nam	9	Last N	ame	
	Nar		CT Corporation First Name	System Middle Nam		Last N Suite		
	Nar	Registered Agent	CT Corporation First Name 208 S. Lasalle Number	System Middle Nam St.	9		; #	
	Nar	Registered Agent	CT Corporation First Name 208 S. Lasalle	System Middle Nam St. Street		Suite	; # ok	
		Registered Agent	CT Corporation First Name 208 S. Lasalle Number Chicago	System Middle Nam St. Street 60604 ZIP Code		Suite Cou Cou	# # ok_	
	Sta	Registered Agent Registered Office stes and countries in whice Ohito	CT Corporation First Name 208 S. Lasalle Number Chicago City	System Middle Nam St. Street 60604 ZIP Code to transact business: (In		Suite Cou Cou	# # ok_	
	Sta	Registered Agent Registered Office stes and countries in whice Ohio mes and residential address.	t CT Corporation First Name 208 S. Lasalle Number Chicago City th it is admitted or qualified resses of officers and directed No. &	System Middle Nam St. Street 60604 ZIP Code to transact business: (In	clude state of inco	Suite Cou Cour orporation	ok nty	
	Sta	Registered Agent Registered Office Ites and countries in which Ohio mes and residential addresident Name esident Donald E. C	CT Corporation First Name 208 S. Lasalle Number Chicago City th it is admitted or qualified esses of officers and directed No. &	System Middle Nam St. Street 60604 ZIP Code to transact business: (In	Cily S	Suite Coulonsporation	ok nty	
	Sta Nai Pre Sec	Registered Agent Registered Office Ales and countries in which Ohio mes and residential addressident Name esident Donald E. Coretary Barry D. Br	CT Corporation First Name 208 S. Lasalle Number Chicago City th it is admitted or qualified esses of officers and directe No. & ampbell 1978 Washiooks 3523 Brooks	System Middle Nam St. Street 60604 ZIP Code to transact business: (In ors: Street Ington South Dr. twood Meadows	City S Centerville Cincinneti	Suite Coulonporation	2 # colk onty	
	Sta Nai Pre Sec	Registered Agent Registered Office Ites and countries in which Ohio mes and residential addresident Name esident Donald E. C	CT Corporation First Name 208 S. Lasalle Number Chicago City th it is admitted or qualified easses of officers and directe No. & ampbell 1978 Washi ooks 3523 Brook ampbell 1978 Washi	System Middle Nam St. Street 60604 ZIP Code to transact business: (In	City S Centerville Cincinneti Centerville	Suite Cour Cour Orporation	ok nty	

the

•	A Ma . a	orized and issued shares:			
ð.	Autho	INZEO BINI ISBUEU SINAIES.		Number of Shares	Number of Shares
	Class		Par Value 0	Authorized 850	issued 100
9.	Paid- ("Paid	in Capital: \$ 100.00 I-in Capital" replaces the	terms Stated Capital & Pal	d-in Surplus and is equal to	the total of these accounts.)
10.	(a)	Give an estimate of the corporation for the follow	total value of all the propi	erty" of the	500.00
	(b)		total value of all the propi ing year that will be locate		
	(c)		al business of the corporere for the following year:	ration to be \$ 250,	00.00
	(d)		ual business of the corpo m places of business in t	ha State of	000.00
11.	Inter	rogatories; (Important – th	is section must be comple	ried.) See Attached S	heet
**	(a) (b) (c) (d)	Number of shares of all of Number of shares of all of	ell contracts with the corp classes owned by resident classes owned by non-resi cting business in this state	idenls of Illinois:	al acceptance:
	(e)				to transact business in Illinois:
12.				erticles of incorporation, as a e or country wherein the cor	mended, duly authenticated, wit poration is incorporated.
13.				be signed by its duly authori e true. (All signatures must	red officers, each of whom affirm
	Date		, 200/		agement Systems, Inc.
	attes	sted by	Krack (Year)	Ente	Name of Corporation)
			elary or Assistant Secretai oks, Secretary		President or Vice President) impbell, President
			Print Name and Title)	"/	

- PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.
- When the response to #11(a) lists ONLY an illinois address, then the total business as reflected in #10(c) is also considered to be illinois business for the purpose of computing the illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionally higher due to the illinois address shown under #11(a).

UNITED TELEMANAGEMEN

ATTACHMENT

- 11. a. 4162-G Little York Rd., Dayton, OH 45414
 - ь. 0
 - c. 100
 - d. No
 - e. N/A